

RECORDATION NO. 21009-B FILED

MAR 30 '06 3-26 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

March 30, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination and Release (Amtrak Trust 97-C), dated as of March 30, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 21009.

The names and addresses of the parties to the enclosed document are:

Owner/Trustee: U.S. Bank National Association
(successor to State Street Bank and
Trust Company of Connecticut, N.A.)
225 Asylum Street
Hartford, Connecticut 06103

Lessee: National Railroad Passenger Corporation
400 North Capitol Street, N.W.
Washington, D.C. 20001

Mr. Vernon A. Williams
Page Two

A description of the railroad equipment covered by the enclosed document
is:

50 railcars within the series AMTK 71000 - AMTK 71197.

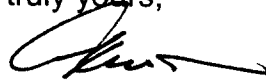
A short summary of the document to appear in the index is:

Partial Termination and Release.

Also enclosed is a check in the amount of \$...00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

PARTIAL TERMINATION AND RELEASE
(AMTRAK TRUST 97-C)

RECORDATION NO. 21009-B FILED

MAR 30 '06

3-26 PM

This PARTIAL TERMINATION AND RELEASE (AMTRAK TRUST 97-C) dated as of March 30, 2006 (the "*Partial Termination*") is made by U.S. BANK NATIONAL ASSOCIATION (as successor to State Street Bank and Trust Company of Connecticut, National Association), a national banking association, not in its individual capacity but solely as owner trustee ("*Owner Trustee*") under that certain Trust Agreement (Amtrak Trust 97-C) dated as of September 1, 1997.

W I T N E S S E T H :

WHEREAS, Owner Trustee and National Railroad Passenger Corporation ("*Amtrak*") have entered into that certain Lease of Railroad Equipment (Amtrak Trust 97-C), dated as of September 1, 1997 (as amended, supplemented and modified, the "*Lease*");

WHEREAS, Owner Trustee and Amtrak are parties to that certain Memorandum of Lease of Railroad Equipment (Amtrak Trust 97-C) dated November 19, 1997 ("*Memorandum of Lease*"), which was filed and recorded on November 19, 1997 at 2:25 p.m. with the Surface Transportation Board and has been assigned recordation No. 21009, which Memorandum of Lease evidences that certain railcars (the "*Leased Railcars*") are subject to the Lease; and

WHEREAS, on the date hereof, Owner Trustee and Amtrak have made arrangements satisfactory to each of them to terminate the Lease with respect to certain of the Leased Railcars, which such railcars are described on Annex A hereto (the "*Released Railcars*").

NOW, THEREFORE, Owner Trustee and Amtrak agree as follows:

Section 1. Termination and Release of the Released Railcars. The lease of the Released Railcars pursuant to the Lease is hereby terminated and all rights and obligations of Amtrak in and to the Released Railcars, arising from and through the Lease, are hereby terminated and released except for such obligations that pursuant to the terms of the Lease expressly survive such termination. Nothing in this Partial Termination shall amend, modify or limit the rights and obligations of Owner Trustee or Amtrak in respect of the Leased Railcars other than the Released Railcars and the Lease in respect of such Leased Railcars shall remain in full force and effect.

Section 2. Further Assurances. Owner Trustee hereby agrees to execute and deliver to Amtrak, at Amtrak's cost and expense, such additional instruments, notices, or releases as Amtrak may reasonably request to effectuate the foregoing provisions of this Partial Termination.

Section 3. Representations and Warranties. Each of Amtrak and Owner Trustee represents and warrants that this Partial Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. Owner Trustee has full authority to terminate and release all of its right, title and interest in and to the Released Railcars.

Section 4. Counterparts. This Partial Termination may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts together shall constitute but one and the same instrument.

[remainder of this page intentionally left blank]

IN WITNESS WHEREOF, each of Amtrak and Owner Trustee has caused this Partial Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

U.S. BANK NATIONAL ASSOCIATION (as
successor to State Street Bank and Trust
Company of Connecticut, National
Association), not in its individual capacity,
but solely as Owner Trustee

By: Crystal Deperry
Name: Crystal Deperry
Title: Trust Officer

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____
Name:
Title:

STATE OF CONNECTICUT)
COUNTY OF HARTFORD)

ss: Hartford March 22, 2006

Before me, the undersigned Notary Public, personally appeared Crystal Deperry, personally known to me, and acknowledged that he/she is the Trust Officer of U.S. Bank National Association and that he/she executed and delivered the foregoing instrument as his/her free act and deed and the free act and deed of U.S. Bank National Association, not in its individual capacity, but solely as Owner Trustee.

Susan P. McNally
Name:
Notary Public

SUSAN P. McNALLY
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 2010

My commission expires: _____

March 22, 2006
Date


IN WITNESS WHEREOF, each of Amtrak and Owner Trustee has caused this Partial Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

U.S. BANK NATIONAL ASSOCIATION (as
successor to State Street Bank and Trust
Company of Connecticut, National
Association), not in its individual capacity,
but solely as Owner Trustee

By: _____
Name:
Title:

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein _____
Name: Dale M. Stein
Title: Treasurer



Signature of Notary Public

3/23/06

Date

KENNETH ROMERO
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires May 14, 2010

DESCRIPTION OF RELEASED RAILCARS

<u>EQUIPMENT TYPE</u>	<u>AMTRAK EQUIPMENT NUMBERS</u>		
Fifty (50) TrentonWorks Ltd. 100-ton 60'9" Plate "C" Box cars	AMTK		
	71000	71063	71141
	71002	71067	71144
	71006	71068	71146
	71008	71084	71147
	71011	71088	71149
	71016	71089	71152
	71017	71090	71157
	71019	71098	71165
	71023	71104	71168
	71026	71106	71171
	71031	71109	71172
	71034	71110	71179
	71035	71116	71181
	71042	71117	71194
	71050	71120	71195
	71052	71125	71197
	71056	71127	